

Bylaws of Redmond Rod & Gun Club, Inc.

ARTICLE I - Name

The name of this Corporation shall be the *Redmond Rod and Gun Club, Inc.*, a 501(c)(4) non-profit corporation in the State of Oregon. For the remainder of this document, the *Redmond Rod and Gun Club, Inc.* will be referred to as the *Club*.

ARTICLE II – Mission Statement

The mission of this Club shall be to provide a safe firearms shooting facility for the community, aid in the instruction of safe firearms handling practices, support law enforcement in their mission to protect and serve and to preserve this nations shooting heritage.

Additionally, the Club shall:

1. Promote and encourage participation in the shooting sports.
2. Arrange, promote and conduct safe shooting events.
3. Promote and encourage the safe use of all firearms by members and non-members.
4. Promote and encourage the proper and reasonable protection of all wildlife.
5. Acquire and lease real and personal property and to erect buildings or other structures necessary or appropriate in carrying out the Club's purposes.
6. Do all such things which the Club may deem necessary or appropriate in carrying out the purposes and objectives for which this Club was formed.

ARTICLE III - Membership and Qualifications

Section 1. Annual Memberships shall be open to any individual or family making application that is interested in the mission of the Club and shall be subject only to payment of annual membership fees and compliance with the rules and regulations of the Club. A family is defined as two adults living in the same house and any children under eighteen years of age.

Section 2. Honorary Life Membership may be granted upon any person whom the Club desires to honor for exceptionally outstanding service or contribution to the Club or to the purposes for which the Club is formed. The name of the candidate recommended for Honorary Life Membership shall be submitted to the Executive Board for a majority vote of approval. A Life Member shall be exempt from Annual Membership fees only. All other daily or participation fees will be paid at member rates.

ARTICLE IV - Membership Privileges

Section 1. Annual members shall be entitled to vote, hold elective office, serve on committees and enjoy all privileges of Club membership. Annual members are entitled to one vote per membership. Children of Annual members shall be entitled to all privileges of the Club except those of making motions, voting, serving on committees or holding elective office.

Section 2. Life members shall be entitled to vote, hold elective office, serve on committees and enjoy all privileges of Club membership. Life members are entitled to one vote per membership. Children of Life members shall be entitled to all privileges of the Club except those of making motions, voting, serving on committees or holding elective office.

Section 3. Each membership of the Club shall receive a membership card with the signature of an Executive Board member or other designated person.

Section 4. All Club members will receive a copy of the Club Rules upon request.

ARTICLE V - Membership Fees

Section 1. Membership fees shall be proposed from time to time by the Executive Board at a regular or special Board meeting. The proposed membership fees shall be presented for a majority vote of approval by the voting members of the Club present at the annual membership meeting.

Section 2. Membership fees are assessed for the calendar year (January 1 – December 31). Prorating of membership fees is not available.

Section 3. Renewal membership fees for Annual members are due and payable on or before January 1 each year. Annual memberships will be available for purchase on September 1 for the following year.

ARTICLE VI - Membership Termination

Section 1. Any member who may withdraw from the Club or who shall cease to be a member in good standing of the Club shall forfeit all rights granted to Club members.

Section 2. The Executive Board shall have the authority by a vote by ballot of two-thirds of its members at any regular or special Board meeting to discipline or expel any member of the Club for indebtedness to the Club or for conduct deemed harmful to the welfare, interests or character of the Club. A written notice of the purpose of the meeting must be sent by certified mail by the Secretary or designated person to each member of the Board not less than fifteen days in advance of the meeting at which such action is to be considered and acted upon.

Section 3. Any Club member so disciplined or expelled shall have the right of appeal to the Executive Board provided a written request for an appeal is filed with the Secretary or designated person within fifteen days after receipt of the Board's written notice by certified mail to the member so disciplined or expelled. Upon such appeal being requested, written notice shall be sent by certified mail to the member so disciplined or expelled stating the time and place determined by the Executive Board for the appeal hearing not less than fifteen days in advance. A vote by ballot of two-thirds of the Executive Board upon the matter involved in such appeal shall be final.

ARTICLE VII - Membership Meetings

Section 1. An Annual membership meeting will be held on the first Sunday in December with the express purpose of electing Officers and Directors, receiving annual reports of officers and committees and for any other business that may properly come before the meeting.

(a) The Secretary shall provide a notice of the meeting (mail or email) to all voting members no less than fifteen days prior to the Annual meeting and shall state the purpose of the meeting, list the positions to be elected and all matters to be voted on.

(b) The order of business at the Annual Meeting shall be:

- (1) Roll call of the Executive Board
- (2) Review and approve minutes of the previous meeting
- (3) Treasurer's report and reports of officers
- (4) Reports of Committees
- (5) Elections
- (6) Unfinished business on the agenda
- (7) New business
- (8) Adjournment

Section 2. Special meetings of the members may be called by the President or by a majority of the Executive Board and shall be called upon the written request of ten voting members of the Club. Notice for a special meeting shall state the purpose for which the meeting is called and no other business shall be transacted except that stated in the notice.

Section 3. Fifteen members entitled to vote shall constitute a quorum at any membership meeting.

Section 4. There shall be no proxy, absentee, telephone or email voting. Members must be present to vote.

ARTICLE VIII - Government and the Executive Board

Section 1. The general management of policies, affairs, funds and property of the Club shall be governed by the Executive Board subject to the Articles of Incorporation, Bylaws, and philosophies and principles of the Club.

Section 2. The seventeen-member Executive Board shall be composed of nine Directors and the eight Officers of the Club.

Section 3. The nine Directors shall include eight elected Directors who shall serve for a period of two years or until their successors are elected and the Immediate Past President who shall automatically succeed to Director for a period of two years. In the event the Immediate Past President does not succeed to the position of director, the Executive Board shall fill the position as prescribed in Article VIII, Section 6. Directors shall be elected by majority vote by ballot of the voting members present at the Annual Membership Meeting.

(a) Directors shall actively assist in the on-going functions and responsibilities of overseeing the operations of the Club.

(b) Directors shall be considered first for chairmanships of the Club committees.

Section 4. Officers of the Club shall be President, Vice President-Trap, Vice President-Archery, Rifle & Pistol, Vice President-Sporting Clays, Vice President-Skeet, Vice President-Youth Programs, Secretary and Treasurer. They shall hold offices for two years. Officers shall be elected by majority vote by ballot

of the voting members present at the Annual Membership Meeting. No member shall hold more than one office at a time.

(a) The President shall be the chief executive officer of the Club and, subject to the control of the Executive Board, shall have general supervision of the affairs of the Club. The President shall preside at all meetings of the members and the Executive board and shall perform all such duties as usually pertain to the office of president. The president shall be an ex-officio member of all standing and special committees except the Nominating Committee.

(b)The Vice President-Trap shall be the representative for the trap range, shall report all activities of the trap range to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from the trap range and shall perform such other duties as the Board may direct. In the event of the President's vacancy, the Vice President-Trap shall be vested with all the duties and powers of President until the President's successor shall be elected as prescribed in Article VIII, Section 6.

(c) The Vice President - Archery, Pistol, & Rifle shall be the representative for the archery, pistol, and rifle ranges, shall oversee the archery, pistol and rifle ranges, shall report all activities of the archery, pistol, and rifle ranges to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from the archery, pistol and rifle ranges, and shall perform such other duties as the Board may direct.

(d) The Vice President-Sporting Clays shall be the representative for Sporting Clays, shall oversee Sporting Clays, shall report all activities of Sporting Clays to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from Sporting Clays and shall perform such other duties as the Board may direct.

(e) The Vice President-Skeet shall be the representative for Skeet, shall oversee Skeet shooting activities, shall report all activities pertaining to Skeet shooting to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested, shall deposit with the Treasurer of the Club all funds generated from Skeet activities and shall perform such other duties as the Board may direct.

(f) The Vice President-Youth Programs shall strive to establish, promote and maintain Club programs and activities for persons less than 18 years of age. The Vice President – Youth Programs shall report all Youth Program activities to the Executive Board at its regular meetings and at such other meetings of the Board and the members as may be requested and shall perform other duties as the Board may direct.

(g) The Secretary shall keep a complete record of all meetings of the members and the Executive Board and have custody of the books and papers of the Club, except the Treasurer's books of account and checkbook, shall keep a current list of the names and addresses of all Club members, shall furnish notices as prescribed in these Bylaws and shall perform such other duties as the Board may direct.

(h) The Treasurer shall have custody of all funds of the Club and shall deposit all funds in such bank as may be approved by the Executive Board in the name of the **Redmond Rod and Gun Club, Inc.** Such money shall only be withdrawn by check signed by two of three authorized signatures consisting of the President, Vice President-Trap and Treasurer and for the payment of expenditures

authorized by the Board. No two authorized signatures on a check may consist of persons related or living in the same household. The Treasurer shall keep an accurate account of all Club financial transactions and submit a financial report of expenditures and income at regular meetings of the Board and the members and at such other meetings as may be requested. The Treasurer shall submit a full financial report with the endorsement of the Auditing Committee and an independent accountant to the membership at the Annual Membership Meeting. The Treasurer shall maintain a record of all Club assets and maintain the Club's books of accounts and shall perform such other duties as the Board may direct.

Section 5. In order to provide continuity of the Executive Board, one-half of the Officers and Directors will be elected every year.

(a) The following Officers and Directors will be elected in even years: Secretary, VP – Trap, VP – Youth Programs, VP- Sporting Clays, Director Two, Director Four, Director Six and Director Eight.

(b) The following Officers and Directors will be elected in odd years: President, Treasurer, VP – Rifle & Pistol, VP – Skeet, Director One, Director Three, Director Five and Director Seven.

Section 6. A vacancy in the Executive Board shall be filled by majority vote of the remaining members of the Board for a successor who shall serve for the unexpired term. Any director or officer may be removed from the Board by a two-thirds vote by ballot of the Board at any regular or special Board meeting provided that such officer or director whose removal is proposed shall be notified in writing of the proposal not less than fifteen days prior to the appropriate Board meeting and shall have the opportunity to address the Board prior to the consideration of removal.

Section 7. Executive Board Meetings

(a) Regular monthly meetings of the Executive Board will be held on the first Monday of every month starting at 6:30pm in the Clubhouse.

(b) Special Meetings of the Board may be called by the President or shall be called upon written request of three Executive Board members. The purpose for which the meeting is called and no other business shall be transacted except that stated in the notice.

(c) Notice of all regular and special Board meetings shall be given to each Board member by the Secretary or designated person at least ten days prior to the meeting.

(d) Nine members of the Executive board shall constitute a quorum at Board meetings.

(e) There shall be no proxy, absentee, telephone or email voting. Members of the Executive Board must be present to vote. The President shall vote only in the event of a tie.

Section 8. The Executive Board shall have the authority to enter into contracts, to borrow funds on the Club's assets and to propose the sale of the Club's assets by a majority vote of approval of the Board at any regular or special Board meeting. Upon such approval the proposed action shall be presented for a majority vote of approval by the voting members of the Club present at any membership meeting provided that written notice describing the proposed action shall be mailed to each voting member not less than fifteen days in advance of the meeting at which such action is to be considered and acted upon.

Section 9. No member of the club shall receive compensation for any services unless engaged as an employee of the Club. However, such persons shall be entitled to reimbursement for expenses incurred on behalf of the Club to such extent as may be authorized by the Executive Board and Club policies.

ARTICLE IX - Standing and Special Committees

Section 1. Standing Committees of the Club:

- (a) The Rules and Safety Committee shall develop and implement the rules and regulations governing all shooting activities of the Club.
- (b) The Shoot Program committee shall plan and implement an annual calendar consisting of regular, traditional, annual and special shoots and shall determine appropriate awards for the shoots.
- (c) The Auditing Committee shall consist of no less than two members of the Executive Board and the Club Treasurer. The designated Executive Board Members will assist the Treasurer in gathering financial information necessary to provide an annual financial statement to Club members at the Annual Membership meeting. This financial statement must be prepared by a certified accounting firm or CPA selected by the committee.
- (d) Other standing committees may be established by the Executive Board as deemed necessary to carry out the activities of the Club.

Section 2. Special Committees of the Club:

(a) Nominating Committee

- (1) The Executive Board will appoint a chairperson for the Nominating Committee at the October Executive Board meeting.
- (2) The chairperson will select a minimum of three additional voting members to complete the Nominating Committee.
- (3) Members of the Nominating Committee can make nominations for any available position and can include him/herself for nomination.
- (3) The Nominating Committee shall call for nominations from the membership at large and shall identify potential qualified members who are willing and able to fill the available positions.
- (4) The Nominating Committee shall file a nomination report with the Secretary no less than ten days prior to the Annual Meeting, at which time the report shall be conspicuously posted in the clubhouse until the close of the Annual Meeting.
- (5) To be nominated for a position of officer or director, a member must have been a member of the Club, in good standing, for a minimum of two (2) consecutive years.
- (6) Floor nominations shall be accepted at the Annual Membership meeting.

- (b) Other special committees may be appointed by the Executive Board as the need arises to carry out specified tasks.

Section 3. The method of selecting standing and special committee members and chairpersons shall be determined by majority vote of the Executive Board at the time the committee is formed.

Section 4. The standing and special committees shall report to Club members at the Annual Membership meeting and shall report at other meetings of the members and the Executive Board as may be requested.

ARTICLE X - Written Notices

Any written notice required by these bylaws shall be deemed valid upon mailing, addressed to the person for whom it is intended at his/her last known address. Email addresses, if provided by the member, will also satisfy this written notice requirement.

ARTICLE XI - Fiscal Year

The Club shall adopt the calendar year as its fiscal year.

ARTICLE XII - Parliamentary Authority

Robert's Rules of Order, latest edition, shall govern the Club in all cases where its provisions are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

ARTICLE XIII - Dissolution

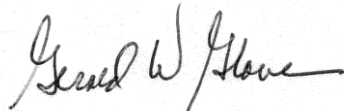
In the event of the dissolution of this club, all of its assets remaining, after payment or provision for payment of all its debts and liabilities has been made, shall be distributed by the Executive Board to or for the benefit of one or more organizations qualifying as exempt organizations under Section 501(c) of the Internal Revenue Code. To the extent possible, distribution shall be made to an organization or organizations created and operated similar to or in conformance with the objectives of this Club.

ARTICLE XIV - Amendments

These Bylaws may be amended by a two-thirds vote of the voting members of the Club present at any membership meeting provided that written notice of any proposed change in the Bylaws is mailed to each voting member not less than fifteen days in advance of the meeting at which such change is to be considered and acted upon.

I, hereby certify, that the foregoing Amended Bylaws were duly adopted by the members at a meeting held on December 4, 2011, at which a quorum of the members were present, on motion duly made, seconded and adopted.

Date: January 3, 2012



Signed by:

Gerald W. Glave
President, Redmond Rod & Gun Club